



CORPORATION SERVICE COMPANY

RECORDATION NO 26402 FILED

JUN 20 '06

3-55 PM

SURFACE TRANSPORTATION BOARD



June 19, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 186748/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 17, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CARBO CERAMICS INC.**
4810 Industrial Dr, New Iberia, LA 70560

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CARBO CERAMICS INC.** covering 80-3,256 C.F. covered hopper car with gravity gates and round hatches (87244/87397) NON INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17 day of April, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CARBO CERAMICS INC., a Delaware corporation, with an address at 4810 Industrial Drive, New Iberia, LA 70560 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 4/17, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Spauld
Name: Catherine Spauld
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CARBO CERAMICS INC.

By: Mark Edmunds
Name: MARK EDMUNDS
Title: VP of Operations

Schedule A

Number of Cars

Equipment Description

80	3,256 C.F. covered hopper car with gravity gates and round hatches				
1	CEFX	87244	53	CEFX	87369
2	CEFX	87245	54	CEFX	87371
3	CEFX	87246	55	CEFX	87372
4	CEFX	87247	56	CEFX	87373
5	CEFX	87248	57	CEFX	87374
6	CEFX	87249	58	CEFX	87375
7	CEFX	87250	59	CEFX	87376
8	CEFX	87251	60	CEFX	87377
9	CEFX	87252	61	CEFX	87378
10	CEFX	87253	62	CEFX	87379
11	CEFX	87254	63	CEFX	87380
12	CEFX	87256	64	CEFX	87381
13	CEFX	87257	65	CEFX	87382
14	CEFX	87258	66	CEFX	87383
15	CEFX	87259	67	CEFX	87384
16	CEFX	87260	68	CEFX	87385
17	CEFX	87261	69	CEFX	87386
18	CEFX	87262	70	CEFX	87387
19	CEFX	87263	71	CEFX	87388
20	CEFX	87264	72	CEFX	87389
21	CEFX	87265	73	CEFX	87390
22	CEFX	87266	74	CEFX	87391
23	CEFX	87267	75	CEFX	87392
24	CEFX	87268	76	CEFX	87393
25	CEFX	87269	77	CEFX	87394
26	CEFX	87270	78	CEFX	87395
27	CEFX	87271	79	CEFX	87396
28	CEFX	87272	80	CEFX	87397
29	CEFX	87273			
30	CEFX	87274			
31	CEFX	87275			
32	CEFX	87276			
33	CEFX	87277			
34	CEFX	87279			
35	CEFX	87280			
36	CEFX	87281			
37	CEFX	87282			
38	CEFX	87283			
39	CEFX	87284			
40	CEFX	87285			
41	CEFX	87286			
42	CEFX	87287			
43	CEFX	87288			
44	CEFX	87289			
45	CEFX	87290			
46	CEFX	87291			
47	CEFX	87293			
48	CEFX	87364			
49	CEFX	87365			
50	CEFX	87366			
51	CEFX	87367			
52	CEFX	87368			